

## **EXHIBIT 5**




### Terms of Investment

The following is a summary of the principal terms (“*Summary of Terms*”) with respect to the proposed investment to [Trans Island Airways Group]<sup>1</sup> (the “*Company*”).


<b>Closing</b>	Within 30 days of signing this proposal (the “ <i>Closing</i> ”).
<b>Securities</b>	Common stock (or the most senior class of stock) of the Company.
<b>Investment</b>	FTX will invest \$12 million at the Valuation.
<b>Secondary Purchase</b>	FTX will purchase \$5 million worth of shares from Paul Francis Aranha (CEO of the Company) at the Valuation.
<b>Valuation</b>	Price per share to be calculated based on a post-money valuation of \$42.5 million on a fully-diluted basis, which will include the conversion of all outstanding convertible instruments.
<b>Confidentiality</b>	This proposal and any related discussions and correspondence may not be disclosed by the Company to any party (other than to legal counsel and the accountants of the Company in order for such persons to render advice in connection with the proposed transaction, and other than to existing stockholders of the Company) without the prior written approval of FTX.
<b>Binding Terms</b>	Except for the provision labeled “Confidentiality”, which is explicitly agreed to be legally binding agreements among the parties hereto, this Summary of Terms is not intended to create any legally binding obligation on either party, and no such obligation shall be created unless and until the Investors have completed satisfactory due diligence and the parties have entered into definitive written agreements evidencing such agreement as described above.

The parties to this term sheet acknowledge their agreement to the terms contained herein.

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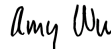
[Trans Island Airways Group]

Date: 3/16/2022, 2022

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Paul Francis Aranha

Date: 3/16/2022, 2022

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FTX Ventures

Amy Wu

<sup>1</sup> Note to Company: please confirm full legal corporate name.



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\_\_\_\_\_  
[Trans Island Airways Group]

\_\_\_\_\_  
FTX Ventures

Date: \_\_\_\_\_, 2022

\_\_\_\_\_  
Paul Francis Aranha

Date: \_\_\_\_\_, 2022

<sup>1</sup> Note to Company: please confirm full legal corporate name.